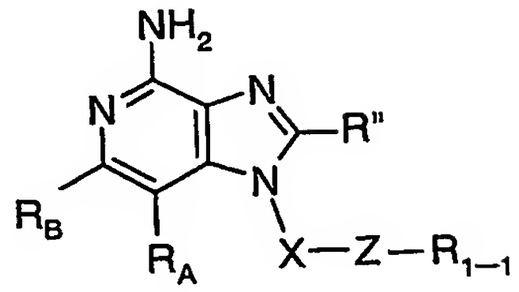
WHAT IS CLAIMED IS:

1. A compound of the Formula (I):

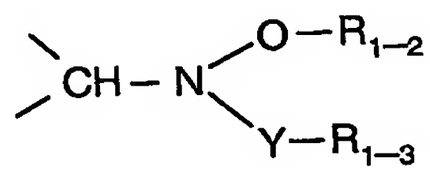


I

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-CH(R_9)-,

-CH(R_9)-alkylene-, and

-CH(R_9)-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

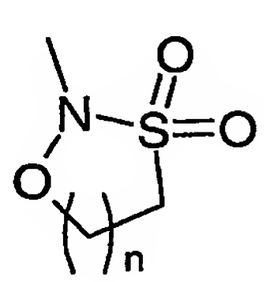
alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,
cyano,
nitro,
alkoxy,
dialkylamino,
alkylthio,
haloalkyl,
haloalkoxy,
alkyl,
$-NH-SO_2-R_{1-4}$,
$-NH-C(O)-R_{1-4}$,
$-NH-C(O)-NH_2$,
$-NH-C(O)-NH-R_{1-4}$, and
$-N_3$;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:
hydrogen,
alkyl,
alkenyl,
aryl,
arylalkylenyl,
heteroaryl,
heteroarylalkylenyl,
heterocyclyl,
heterocyclylalkylenyl, and
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:
hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,

dialkylamino,
-S(O)$_{0-2}$-alkyl,
-S(O)$_{0-2}$-aryl,
-NH-S(O)$_2$-alkyl,
-NH-S(O)$_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-N(R_8)$_2$,
-N(R_8)-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl,

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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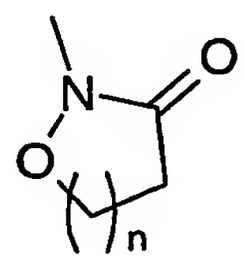

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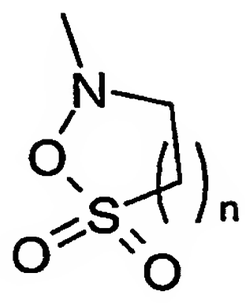

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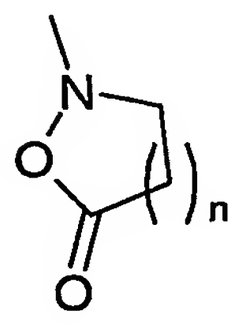

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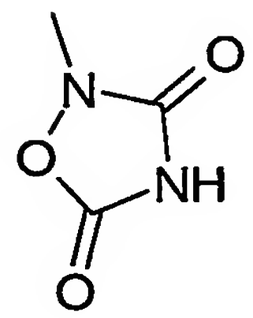


,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

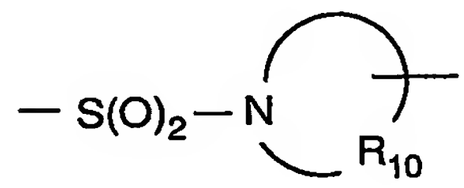
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

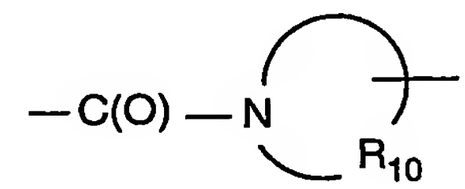
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R_A and R_B are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

or when taken together, R_A and R_B form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R_3 group, or substituted by one R_3 group and one R group;

or when taken together, R_A and R_B form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R" is hydrogen or a non-interfering substituent;

R_3 is selected from the group consisting of:

$-Z'-R_4$,

$-Z'-X'-R_4$,

$-Z'-X'-Y'-R_4$, and

$-Z'-X'-R_5$;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

-C(R_6)-,

-C(R_6)-O-,

-O-C(R_6)-,

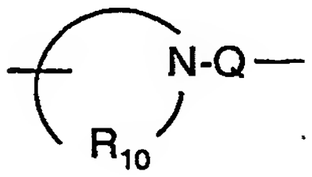
-O-C(O)-O-,

-N(R_8)-Q-,

-C(R_6)-N(R_8)-,

-O-C(R_6)-N(R_8)-,

-C(R_6)-N(OR_9)-,



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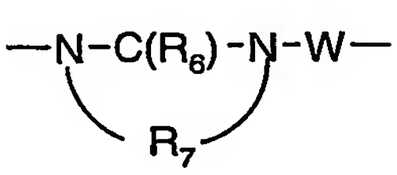

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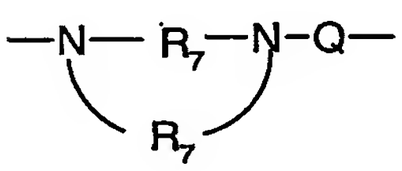

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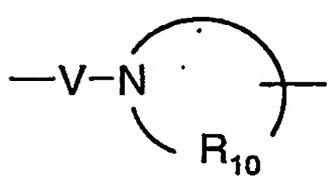

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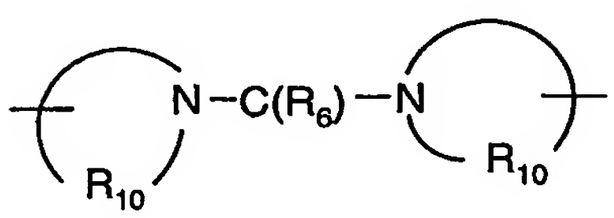


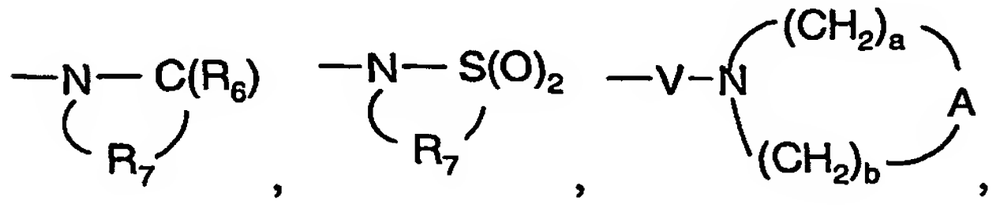
;

Z' is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino,

alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of



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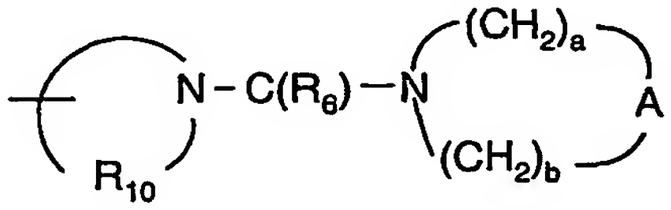


and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -$N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

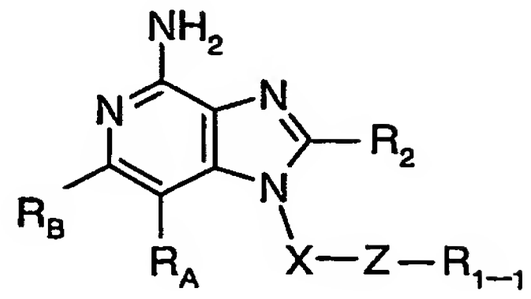
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and –$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a phamaceutically acceptable salt thereof.

2. A compound of the Formula (II):

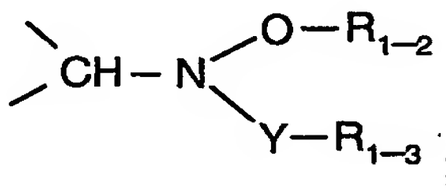


II

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-CH(R_9)-,

-CH(R_9)-alkylene-, and

-CH(R_9)-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,
alkylthio,
haloalkyl,
haloalkoxy,
alkyl,
$-NH-SO_2-R_{1-4}$,
$-NH-C(O)-R_{1-4}$,
$-NH-C(O)-NH_2$,
$-NH-C(O)-NH-R_{1-4}$, and
$-N_3$;

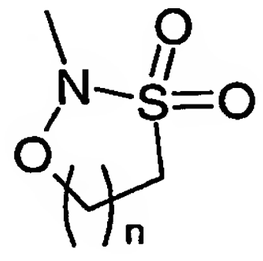
R_{1-2} and R_{1-3} are independently selected from the group consisting of:

hydrogen,
alkyl,
alkenyl,
aryl,
arylalkylenyl,
heteroaryl,
heteroarylalkylenyl,
heterocyclyl,
heterocyclylalkylenyl, and
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
$-S(O)_{0-2}$-alkyl,
$-S(O)_{0-2}$-aryl,
$-NH-S(O)_2$-alkyl,

-NH-S(O)$_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-N(R_8)$_2$,
-N(R_8)-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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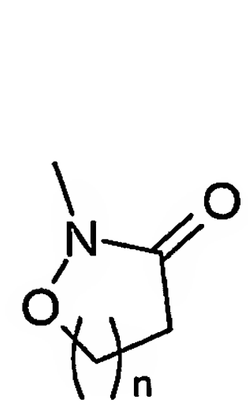

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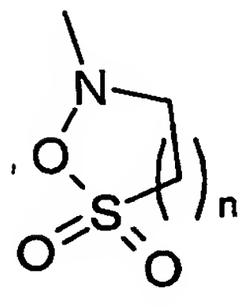

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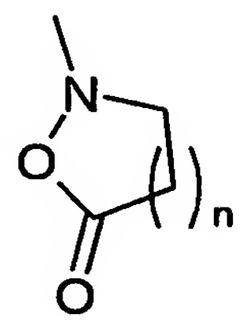

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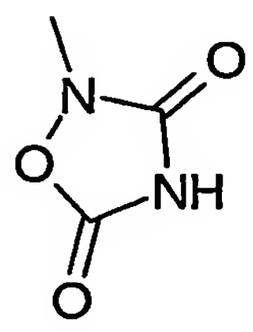


,

wherein n = 0, 1, 2, or 3;

$R_{1\text{-}4}$ is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

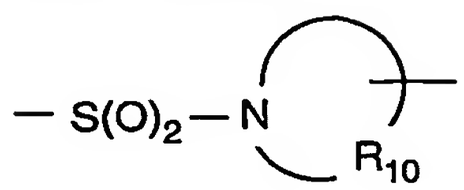
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

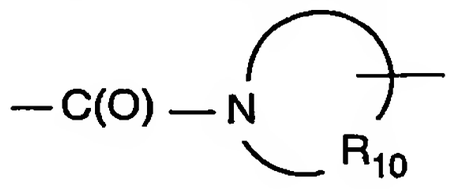
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R_A and R_B are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

or when taken together, R_A and R_B form a fused aryl ring or heteroaryl ring containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R_3 group, or substituted by one R_3 group and one R group;

or when taken together, R_A and R_B form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_2 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y'-R_4$, and

$-X'-R_5$;

R_3 is selected from the group consisting of:

$-Z'-R_4$,

$-Z'-X'-R_4$,

$-Z'-X'-Y'-R_4$, and

$-Z'-X'-R_5$;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

-C(R_6)-O-,

-O-C(R_6)-,

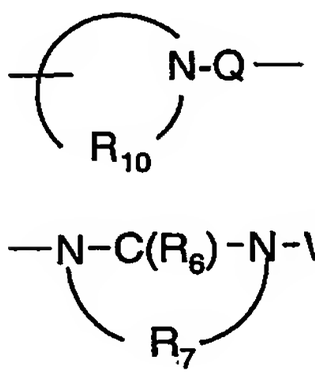
-O-C(O)-O-,

-N(R_8)-Q-,

-C(R_6)-N(R_8)-,

-O-C(R_6)-N(R_8)-,

-C(R_6)-N(OR_9)-,



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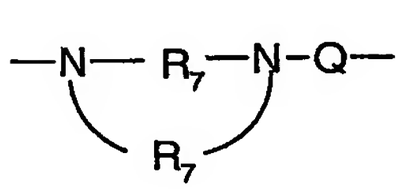

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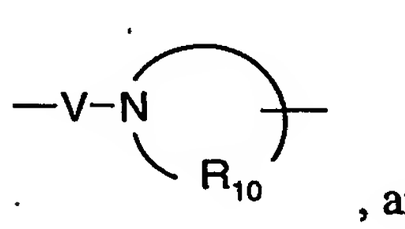

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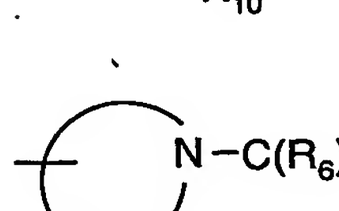

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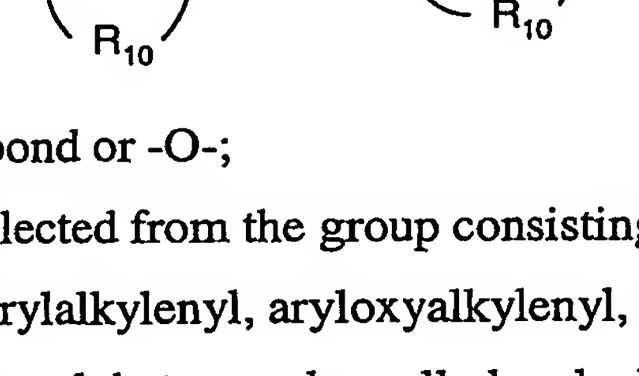


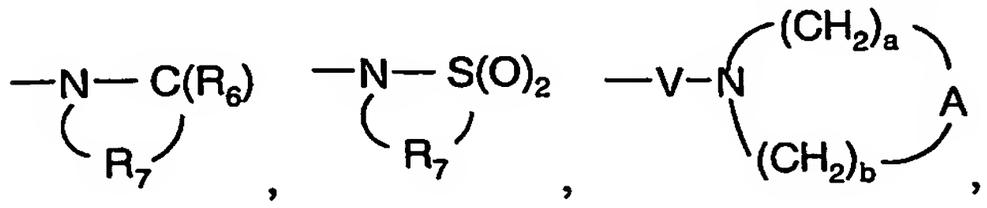
;

Z' is a bond or -O-;

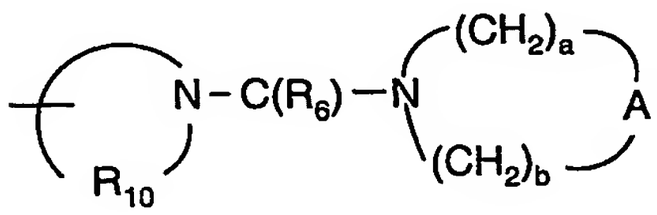
R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino,

alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



,



and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -$N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

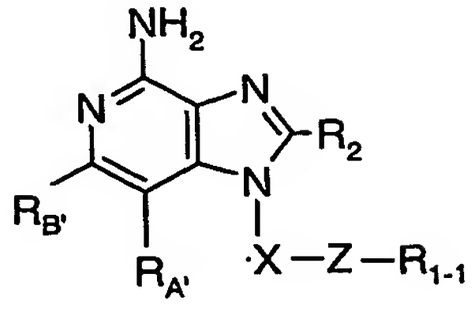
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are each independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a phamaceutically acceptable salt thereof.

3. A compound of the Formula (III):

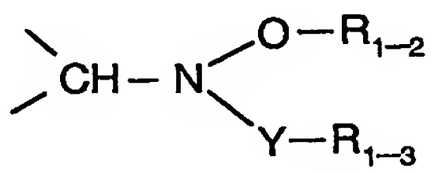


III

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-CH(R_9)-,

-CH(R_9)-alkylene-, and

-CH(R_9)-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

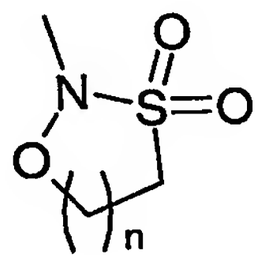
cyano,

nitro,
alkoxy,
dialkylamino,
alkylthio,
haloalkyl,
haloalkoxy,
alkyl,
$-NH-SO_2-R_{1-4}$,
$-NH-C(O)-R_{1-4}$,
$-NH-C(O)-NH_2$,
$-NH-C(O)-NH-R_{1-4}$, and
$-N_3$;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:
hydrogen,
alkyl,
alkenyl,
aryl,
arylalkylenyl,
heteroaryl,
heteroarylalkylenyl,
heterocyclyl,
heterocyclylalkylenyl, and
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:
hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
$-S(O)_{0-2}$-alkyl,

-$S(O)_{0-2}$-aryl,
-NH-$S(O)_2$-alkyl,
-NH-$S(O)_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-N(R_8)$_2$,
-N(R_8)-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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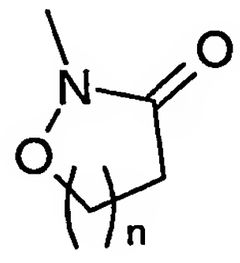

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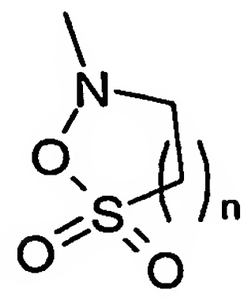

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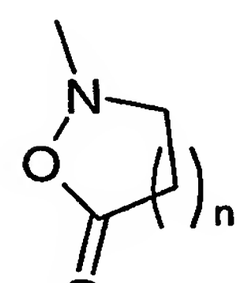
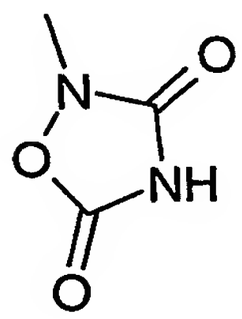


, and



,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl;

aryl;

alkylene-aryl;

heteroaryl;

alkylene-heteroaryl; and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

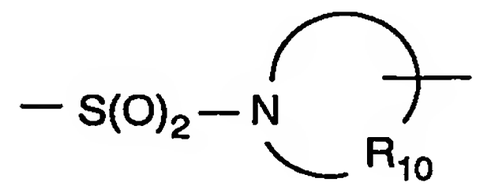
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

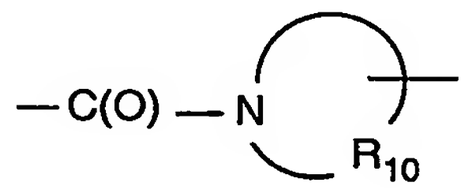
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

$R_{A'}$ and $R_{B'}$ are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_2 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y'-R_4$, and

$-X'-R_5$;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

$-O-$,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

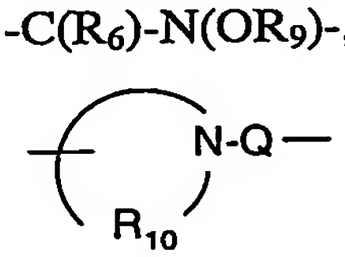
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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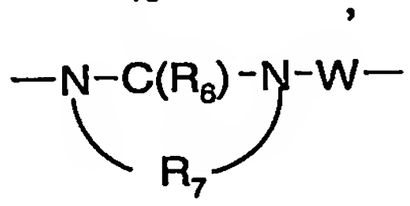

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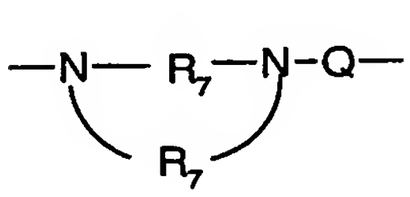

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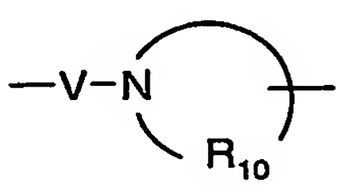

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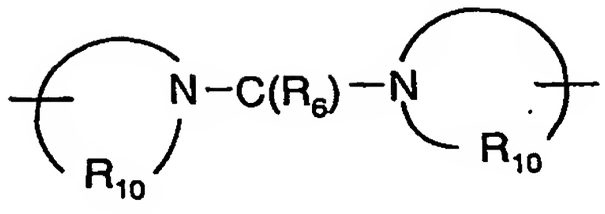
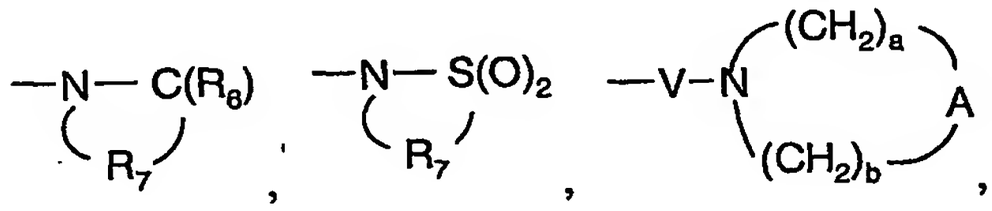
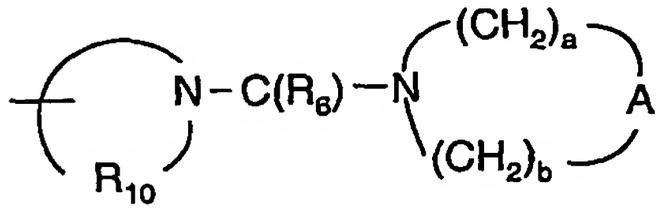


;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of:



and 

;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -N(R_4)-;

Q is selected from the group consisting of a bond, -C(R_6)-,

-$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

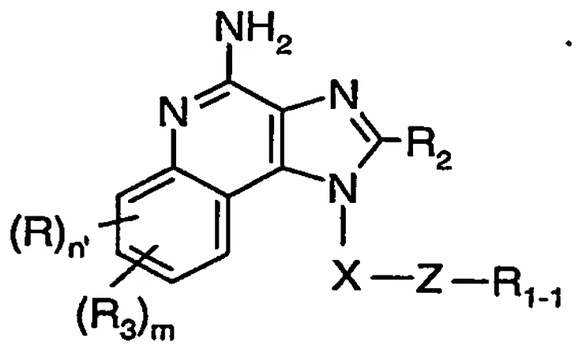
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a phamaceutically acceptable salt thereof.

4. A compound of the Formula (IV):

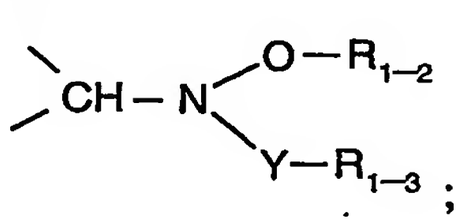


IV

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-$CH(R_9)$-,

-$CH(R_9)$-alkylene-, and

-$CH(R_9)$-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl,

$-NH-SO_2-R_{1-4}$,

$-NH-C(O)-R_{1-4}$,

$-NH-C(O)-NH_2$,

$-NH-C(O)-NH-R_{1-4}$, and

$-N_3$;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

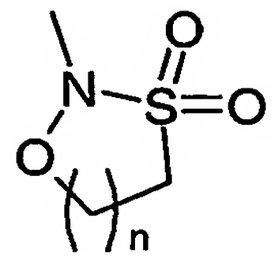
heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
-S(O)$_{0-2}$-alkyl,
-S(O)$_{0-2}$-aryl,
-NH-S(O)$_2$-alkyl,
-NH-S(O)$_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-N(R_8)$_2$,
-N(R_8)-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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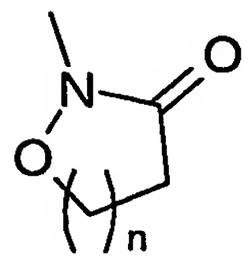

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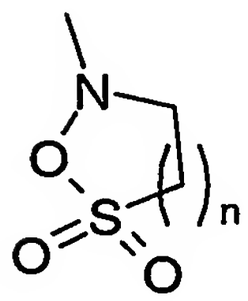

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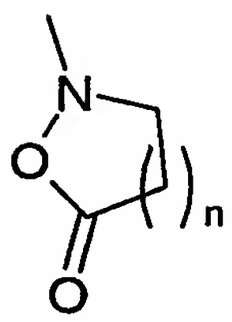


, and

,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

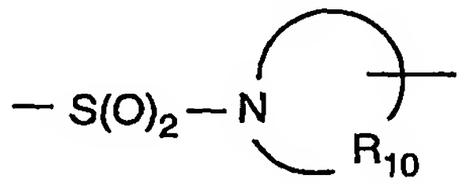
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

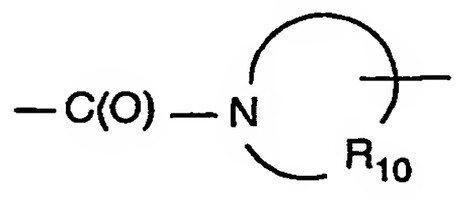
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

-N(R_9)$_2$;

R_2 is selected from the group consisting of:

-R_4,

-X'-R_4,

-X'-Y'-R_4, and

-X'-R_5;

R_3 is selected from the group consisting of:

-Z'-R_4,

-Z'-X'-R_4,

-Z'-X'-Y'-R_4, and

-Z'-X'-R_5;

n' is an integer from 0 to 4;

m is 0 or 1; with the proviso that when m is 1, then n' is 0 or 1;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-O-,

-S(O)$_{0-2}$-,

-S(O)$_2$-N(R_8)-,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

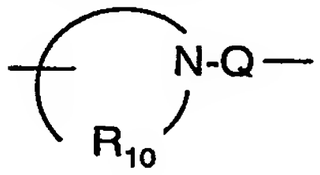
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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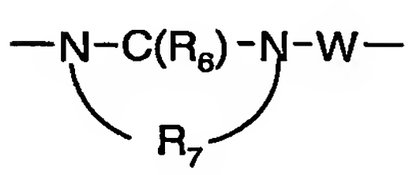

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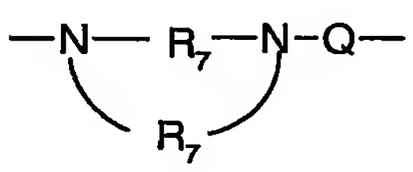

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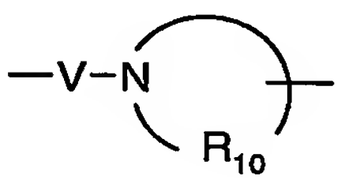

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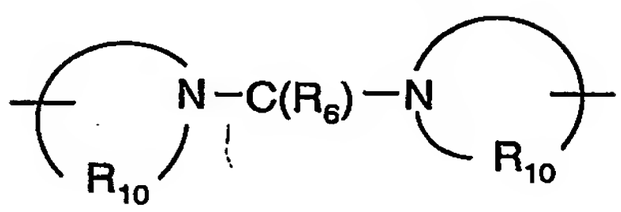


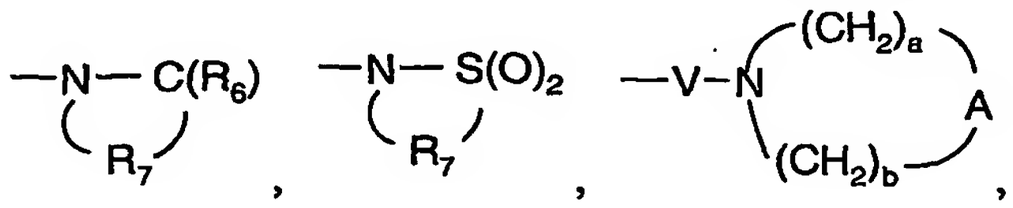
;

Z' is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino,

alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of



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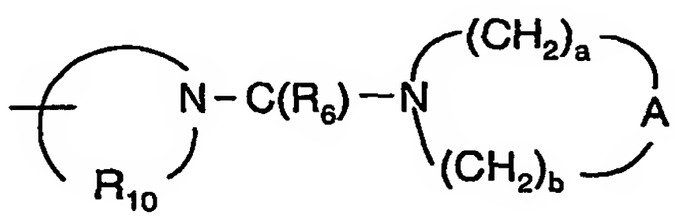


and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, $-S(O)_{0-2}$-, $-CH_2$-, and $-N(R_4)$-;

Q is selected from the group consisting of a bond, $-C(R_6)$-, $-C(R_6)-C(R_6)$-, $-S(O)_2$-, $-C(R_6)-N(R_8)-W$-, $-S(O)_2-N(R_8)$-, $-C(R_6)$-O-, $-C(R_6)$-S-, and $-C(R_6)-N(OR_9)$-;

V is selected from the group consisting of $-C(R_6)$-, -O-$C(R_6)$-, $-N(R_8)-C(R_6)$-, and $-S(O)_2$-;

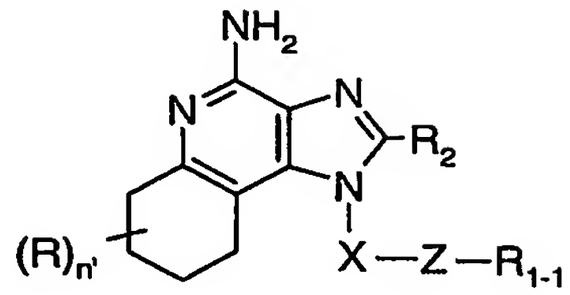
W is selected from the group consisting of a bond, -C(O)-, and $-S(O)_2$-;

and

a and b are each independently integers from 1 to 6 with the proviso that $a + b$ is ≤ 7;

or a phamaceutically acceptable salt thereof.

5. A compound of the Formula (V):

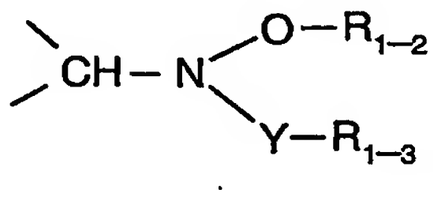


V

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-CH(R_9)-,

-CH(R_9)-alkylene-, and

-CH(R_9)-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

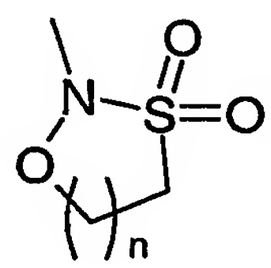
cyano,

nitro,
alkoxy,
dialkylamino,
alkylthio,
haloalkyl,
haloalkoxy,
alkyl,
$-NH-SO_2-R_{1-4}$,
$-NH-C(O)-R_{1-4}$,
$-NH-C(O)-NH_2$,
$-NH-C(O)-NH-R_{1-4}$, and
$-N_3$;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:
hydrogen,
alkyl,
alkenyl,
aryl,
arylalkylenyl,
heteroaryl,
heteroarylalkylenyl,
heterocyclyl,
heterocyclylalkylenyl, and
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:
hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
$-S(O)_{0-2}$-alkyl,

-$S(O)_{0-2}$-aryl,
-NH-$S(O)_2$-alkyl,
-NH-$S(O)_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-N(R_8)$_2$,
-N(R_8)-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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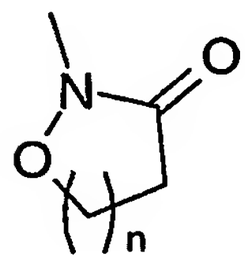

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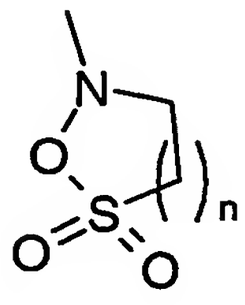

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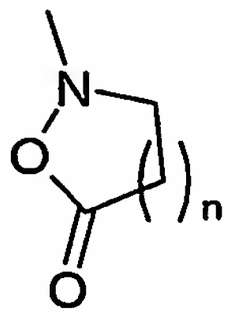

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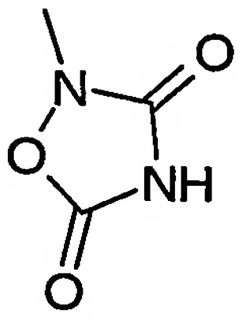


,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

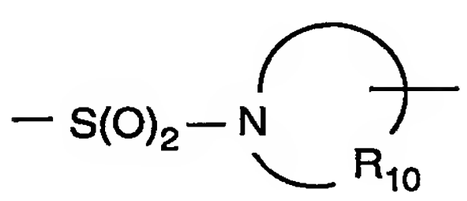
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

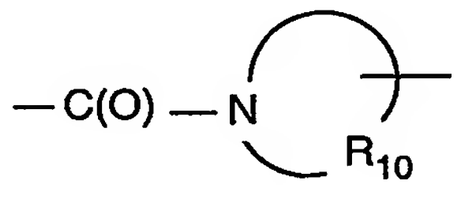
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_2 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y'-R_4$, and

$-X'-R_5$;

n' is an integer from 0 to 4;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

$-O-$,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

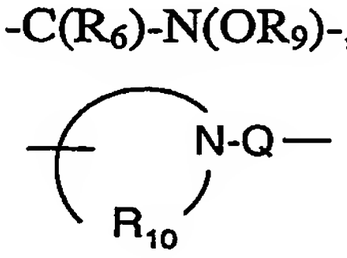
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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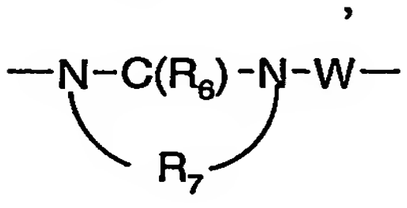

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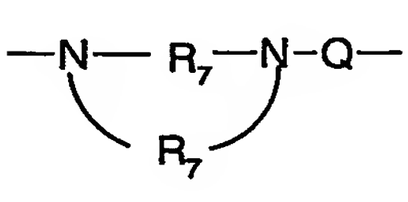

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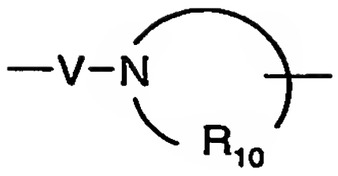
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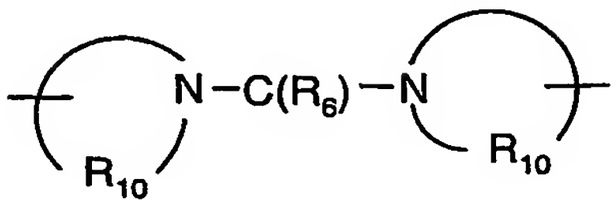
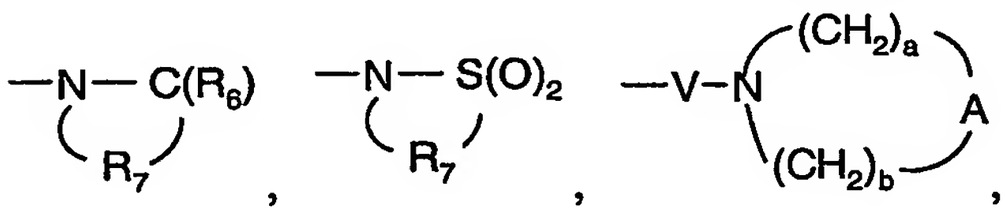
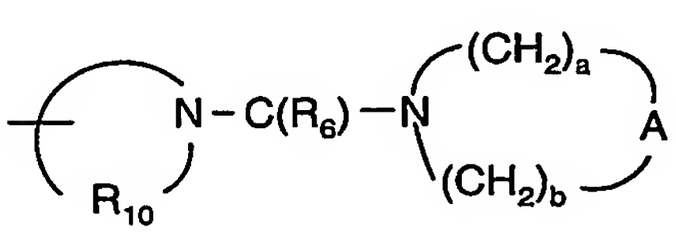

;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of


,


and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -$N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

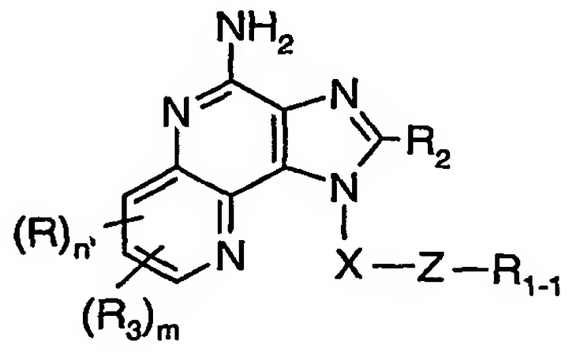
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a phamaceutically acceptable salt thereof.

6. A compound of the Formula (VI):

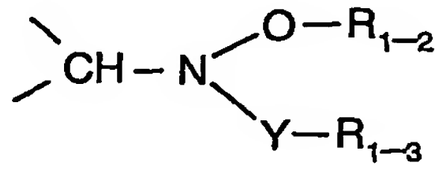


VI

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-$CH(R_9)$-,

-$CH(R_9)$-alkylene-, and

-$CH(R_9)$-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl,

$-NH-SO_2-R_{1-4}$,

$-NH-C(O)-R_{1-4}$,

$-NH-C(O)-NH_2$,

$-NH-C(O)-NH-R_{1-4}$, and

$-N_3$;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

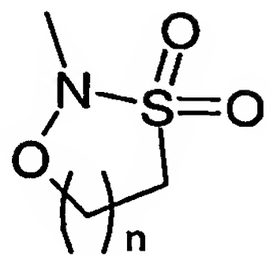
heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
-$S(O)_{0-2}$-alkyl,
-$S(O)_{0-2}$-aryl,
-NH-$S(O)_2$-alkyl,
-NH-$S(O)_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-$C(O)$-$N(R_8)_2$,
-$N(R_8)$-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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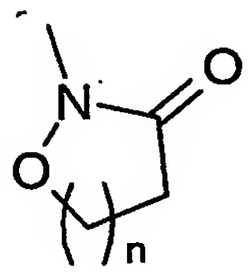

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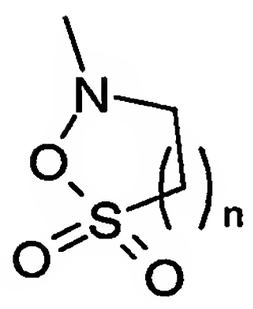

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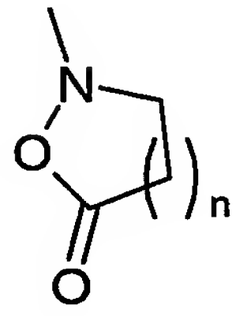

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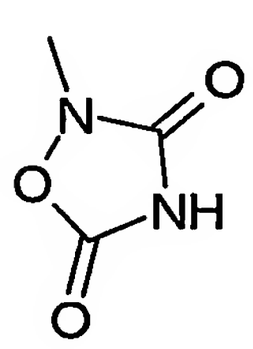


,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

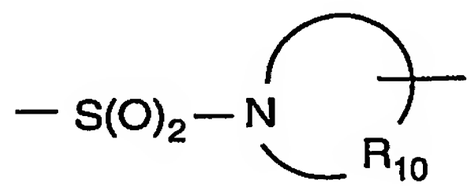
a bond,

$-C(O)-$,

$-C(S)-$,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

$-C(O)-O-$,

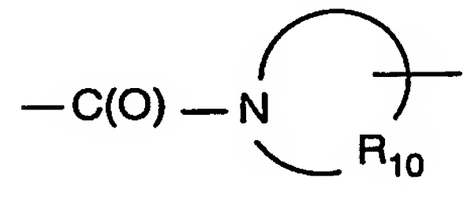
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

$-C(O)-C(O)-$,

-C(O)-C(O)-O-, and

-C(=NH)-N(R_8)-;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

-N(R_9)$_2$;

R_2 is selected from the group consisting of:

-R_4,

-X'-R_4,

-X'-Y'-R_4, and

-X'-R_5;

R_3 is selected from the group consisting of:

-Z'-R_4,

-Z'-X'-R_4,

-Z'-X'-Y'-R_4, and

-Z'-X'-R_5;

n' is an integer from 0 to 4;

m is 0 or 1; with the proviso that when m is 1, then n' is 0 or 1;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-O-,

-S(O)$_{0-2}$-,

-S(O)$_2$-N(R_8)-,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

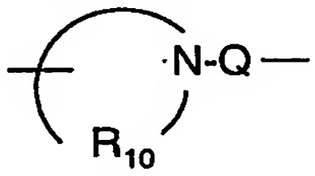
$-O-C(O)-O-$,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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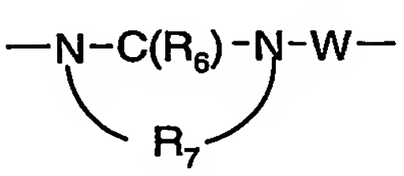

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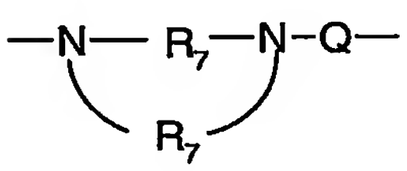

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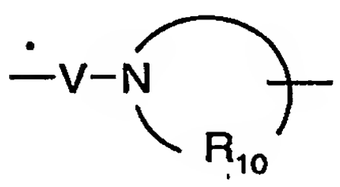

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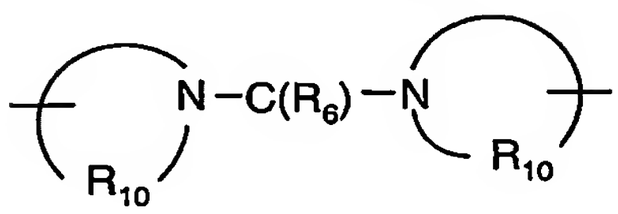


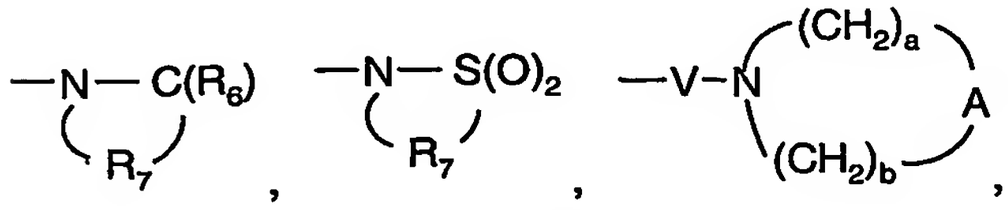
;

Z' is a bond or -O-;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino,

alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of



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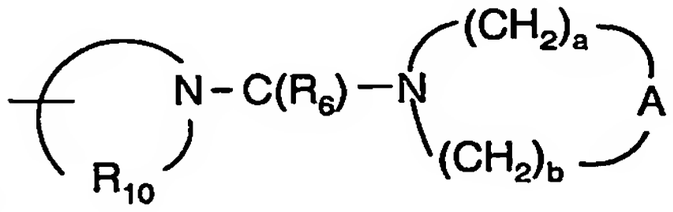


and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -$N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

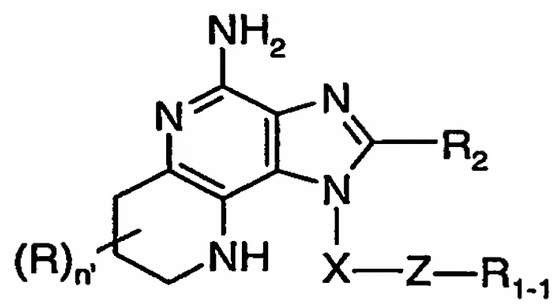
V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are each independently integers from 1 to 6 with the proviso that $a + b \leq 7$;

or a phamaceutically acceptable salt thereof.

7. A compound of the Formula (VII):

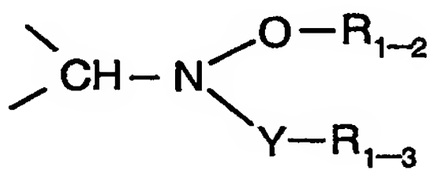


VII

wherein:

Z is -C(=N-O-R_{1-2})-

or



;

X is selected from the group consisting of:

-CH(R_9)-,

-CH(R_9)-alkylene-, and

-CH(R_9)-alkenylene-,

wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

R_{1-1} is selected from the group consisting of:

hydrogen,

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

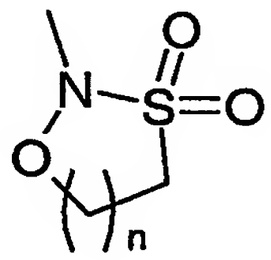
cyano,

nitro,
alkoxy,
dialkylamino,
alkylthio,
haloalkyl,
haloalkoxy,
alkyl,
-NH-SO_2-R_{1-4},
-NH-C(O)-R_{1-4},
-NH-C(O)-NH_2,
-NH-C(O)-NH-R_{1-4}, and
-N_3;

R_{1-2} and R_{1-3} are independently selected from the group consisting of:
hydrogen,
alkyl,
alkenyl,
aryl,
arylalkylenyl,
heteroaryl,
heteroarylalkylenyl,
heterocyclyl,
heterocyclylalkylenyl, and
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:
hydroxy,
alkyl,
haloalkyl,
hydroxyalkyl,
alkoxy,
dialkylamino,
-$S(O)_{0-2}$-alkyl,

-$S(O)_{0-2}$-aryl,
-NH-$S(O)_2$-alkyl,
-NH-$S(O)_2$-aryl,
haloalkoxy,
halogen,
cyano,
nitro,
aryl,
heteroaryl,
heterocyclyl,
aryloxy,
arylalkyleneoxy,
-C(O)-O-alkyl,
-C(O)-$N(R_8)_2$,
-$N(R_8)$-C(O)-alkyl,
-O-(CO)-alkyl, and
-C(O)-alkyl;

or the R_{1-2} and R_{1-3} groups can join together to form a ring system selected from the group consisting of:



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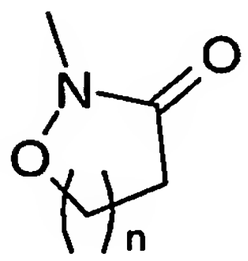

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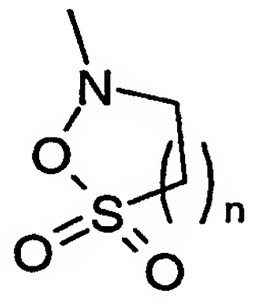

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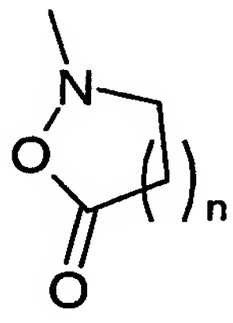

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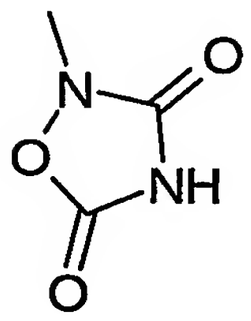


,

wherein n = 0, 1, 2, or 3;

R_{1-4} is selected from the group consisting of:

alkyl,

aryl,

alkylene-aryl,

heteroaryl,

alkylene-heteroaryl, and

alkyl, aryl, alkylene-aryl, heteroaryl, or alkylene-heteroaryl substituted by one or more substituents selected from the group consisting of:

halogen,

cyano,

nitro,

alkoxy,

dialkylamino,

alkylthio,

haloalkyl,

haloalkoxy,

alkyl, and

$-N_3$;

Y is selected from the group consisting of:

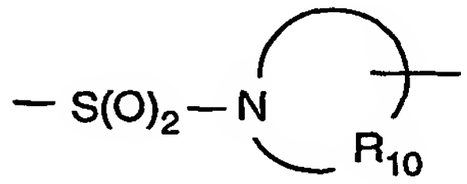
a bond,

-C(O)-,

-C(S)-,

$-S(O)_2-$,

$-S(O)_2-N(R_8)-$,



,

-C(O)-O-,

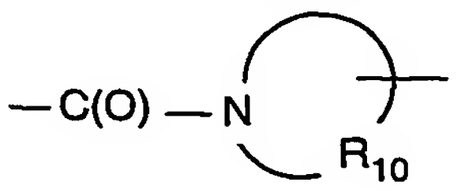
$-C(O)-N(R_8)-$,

$-C(S)-N(R_8)-$,

$-C(O)-N(R_8)-S(O)_2-$,

$-C(O)-N(R_8)-C(O)-$,

$-C(S)-N(R_8)-C(O)-$,



,

-C(O)-C(O)-,

-C(O)-C(O)-O-, and

$-C(=NH)-N(R_8)-$;

R is selected from the group consisting of:

halogen,

hydroxy,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$;

R_2 is selected from the group consisting of:

$-R_4$,

$-X'-R_4$,

$-X'-Y'-R_4$, and

$-X'-R_5$;

n' is an integer from 0 to 4;

X' is selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated by arylene, heteroarylene or heterocyclylene and optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

-O-,

$-S(O)_{0-2}-$,

$-S(O)_2-N(R_8)-$,

$-C(R_6)-$,

$-C(R_6)-O-$,

$-O-C(R_6)-$,

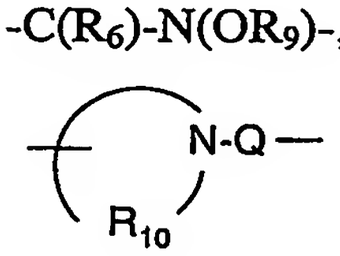
-O-C(O)-O-,

$-N(R_8)-Q-$,

$-C(R_6)-N(R_8)-$,

$-O-C(R_6)-N(R_8)-$,

$-C(R_6)-N(OR_9)-$,



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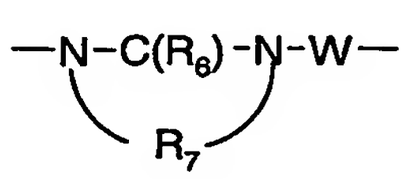

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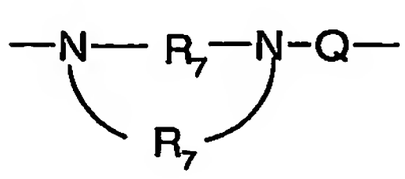

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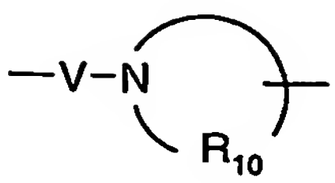
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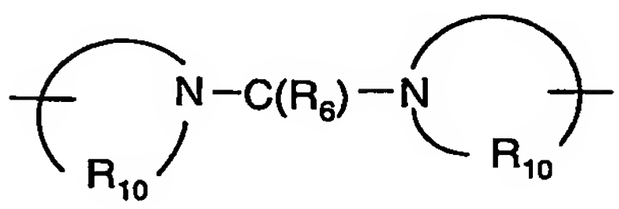
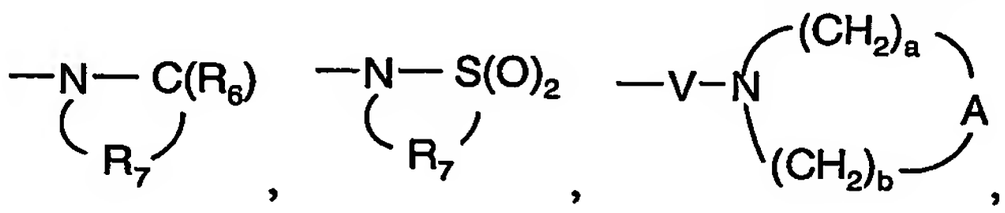

;

R_4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxy, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

R_5 is selected from the group consisting of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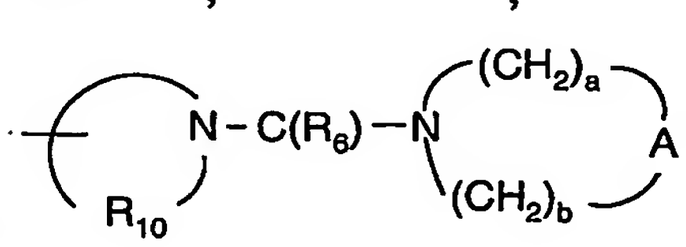

and ;

R_6 is selected from the group consisting of =O and =S;

R_7 is C_{2-7} alkylene;

R_8 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{2-10} alkenyl, C_{1-10} alkoxy-C_{1-10} alkylenyl, hydroxy-C_{1-10} alkylenyl, heteroaryl-C_{1-10} alkylenyl, and aryl-C_{1-10} alkylenyl;

R_9 is selected from the group consisting of hydrogen and alkyl;

R_{10} is C_{3-8} alkylene;

A is selected from the group consisting of -O-, -C(O)-, -$S(O)_{0-2}$-, -CH_2-, and -$N(R_4)$-;

Q is selected from the group consisting of a bond, -$C(R_6)$-, -$C(R_6)$-$C(R_6)$-, -$S(O)_2$-, -$C(R_6)$-$N(R_8)$-W-, -$S(O)_2$-$N(R_8)$-, -$C(R_6)$-O-, -$C(R_6)$-S-, and -$C(R_6)$-$N(OR_9)$-;

V is selected from the group consisting of -$C(R_6)$-, -O-$C(R_6)$-, -$N(R_8)$-$C(R_6)$-, and -$S(O)_2$-;

W is selected from the group consisting of a bond, -C(O)-, and -$S(O)_2$-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

or a phamaceutically acceptable salt thereof.

8. The compound or salt of claim 3 wherein R_A, and R_B, are each independently selected from the group consisting of hydrogen and alkyl.

9. The compound or salt of claim 8 wherein R_A, and R_B, are both methyl.

10. The compound or salt of claim 1 wherein R" is selected from the group consisting of hydrogen, hydroxymethyl, C_{1-4} alkyl, and C_{1-4} alkyl-O-C_{1-4} alkylenyl.

11. The compound or salt of any one of claims 1, 2, or 10 wherein R_A and R_B are each independently selected from the group consisting of:

hydrogen,

halogen,

alkyl,

alkenyl,

alkoxy,

alkylthio, and

-$N(R_9)_2$.

12. The compound or salt of any one of claims 1, 2, or 10 wherein R_A and R_B form a fused aryl ring or heteroaryl ring containing one N, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R_3 group, or substituted by one R_3 group and one R group.

13. The compound or salt of any one of claims 1, 2 or 10 wherein R_A and R_B form a fused 5 to 7 membered saturated ring, which may optionally contain one N, wherein the saturated ring is unsubstituted or substituted by one or more R groups.

14. The compound or salt of any one of claims 4 or 6 wherein m is 0.

15. The compound or salt of any one of claims 4 through 7 or claim 14 wherein n' is 0.

16. The compound or salt of claim 14 wherein m and n' are both 0.

17. The compound or salt of any one of claims 4 or 6, or claim 15 as dependent on either of claims 4 or 6, wherein R_3 is selected from the group consisting of pyridin-3-yl, pyridin-4-yl, 5-(hydroxymethyl)pyridin-3-yl, and 2-ethoxyphenyl.

18. The compound or salt of any one of claims 2 through 9, or 14 through 17, or claims 11 through 13 as dependent on claim 2, wherein R_2 is selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

heteroaryl,

heterocyclyl,

alkylene-Y"-alkyl,

alkylene-Y"-aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxy,

halogen,

$-N(R_{11})_2$,

$-C(O)-C_{1-10}$ alkyl,

$-C(O)-O-C_{1-10}$ alkyl,

$-N(R_{11})-C(O)-C_{1-10}$ alkyl,

aryl,

heteroaryl,

heterocyclyl,

-C(O)-aryl, and

-C(O)-heteroaryl;

wherein:

Y" is –O– or $–S(O)_{0-2}$-; and

R_{11} is selected from the group consisting of hydrogen, C_{1-10} alkyl, and C_{2-10} alkenyl.

19. The compound or salt of claim 18 wherein R_2 is selected from the group consisting of hydrogen, hydroxymethyl, C_{1-4} alkyl, and C_{1-4} alkyl-O-C_{1-4} alkylenyl.

20. The compound or salt of any one of claims 1 through 19 wherein X is selected from the group consisting of $-(CH_2)_{1-6}$, $-CH_2C(CH_3)_2$-, $-CH_2C(CH_3)_2CH_2$-, $-(CH_2)_2OCH_2$-, and $-(CH_2)_3OCH_2$-.

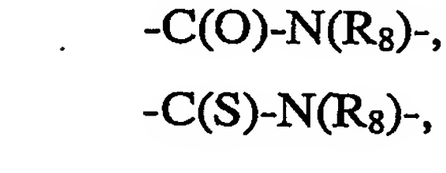
21. The compound or salt of any one of claims 1 through 20 wherein R_{1-1} is selected from the group consisting of hydrogen, C_{1-4} alkyl, and phenyl.

22. The compound or salt of any one of claims 1 through 21 wherein R_{1-2} is selected from the group consisting of hydrogen, C_{1-4} alkyl, benzyl, and

pyridin-2-ylmethyl.

23. The compound or salt of any one of claims 1 through 22 wherein Z is -C(=N-O-R_{1-2})-.

24. The compound or salt of any one of claims 1 through 22 wherein Z is



25. The compound or salt of any one of claims 1 through 23 wherein R_{1-3} is selected from the group consisting of hydrogen, C_{1-6} alkyl, 1-pyrrolidinyl, phenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, *o*-tolyl, *m*-tolyl, *p*-tolyl, and pyridin-3-yl.

26. The compound or salt of any one of claims 1 through 23 or 25 wherein Y is selected from the group consisting of:

-C(O)-,

-C(O)-O-,

-$S(O)_2$-,

-C(O)-N(R_8)-, and

-C(S)-N(R_8)-,

27. The compound or salt of claim 26 wherein R_8 is H or CH_3.

28. A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of any one of claims 1-27 in combination with a pharmaceutically acceptable carrier.

29. A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of any one of claims 1-27 to the animal.

30. A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of any one of claims 1-27 to the animal.

31. A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of any one of claims 1-27 to the animal.